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MERGER OR SHARE EXCHANGE

dover realty corp.

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ARTICLES OF MERGER  
OF  
VICTORY REALTY INVESTMENTS CORP.  
INTO  
DOVER REALTY CORP.

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to Section 607.1109 of the Florida Statutes, the undersigned hereby certify that:

1. The name and state of formation of each of the merging entities are:
  - (a) Victory Realty Investments Corp., a corporation organized under the laws of the State of Florida ("Victory"); and
  - (b) Dover Realty Corp., a corporation organized under the laws of the State of Florida ("Dover").
2. A Plan and Agreement of Merger (the "Plan") has been approved, adopted, and executed by Victory and Dover in accordance with Sections 607.0704, 607.0821, 607.1103, and 607.1108 of the Florida Statutes. A copy of the Plan is attached hereto as Exhibit A.
3. Written consent and approval have been given in accordance with the provisions of Section 607.1103 of the Florida Statutes, and written notice has been waived as provided in Section 607.0706 of the Florida Statutes.
4. The name of the surviving company is Dover.
5. The Articles of Incorporation of Dover shall be the Articles of Organization of the surviving company.
6. The surviving company is a Florida corporation.
7. The merger shall be effective on the date of filing of the Articles of Merger.
8. Dover hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Victory as well as for the enforcement of any obligation of Victory arising from the merger, and Dover hereby appoints George D. Perlman, P.A., Suite 3112, 1001 Brickell Bay Drive, Miami, Florida 33131 as its agent to accept service of process in any suit or other proceeding.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized representatives as of December 28, 2005.

VICTORY REALTY INVESTMENTS CORP.,  
a Florida corporation

By: [Signature]  
Print Name: Harry Levinson  
As Its: President

DOVER REALTY CORP.,  
a Florida corporation

By: [Signature]  
Print Name: Harry Levinson  
As Its: President

Clients Misc Levin Victory Dover  
Articles of Merger

**PLAN AND AGREEMENT OF MERGER  
BETWEEN  
VICTORY REALTY INVESTMENTS CORP.  
AND  
DOVER REALTY CORP.**

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is entered into as of December 28, 2005 by and between Victory Realty Investments Corp., a Florida corporation ("Victory"), and Dover Realty Corp., a Florida corporation ("Dover").

**WITNESSETH:**

WHEREAS, Victory is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Dover is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the laws of the State of Florida permit a merger of a Florida corporation with and into another Florida corporation;

WHEREAS, the board of directors of Victory and Dover deem it advisable and in the best interests of Victory and Dover for Victory to merge with and into Dover pursuant to the Florida Statutes;

WHEREAS, Victory and Dover have agreed that Victory shall merge into Dover upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the Florida Statutes.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties and representations contained in this Agreement, and in order to consummate this transaction described above, Victory and Dover agree as follows:

1. Victory and Dover agree that Victory shall be merged with and into Dover as a single company, upon the terms and conditions of this Agreement, and that Dover shall continue under the laws of the State of Florida as the surviving company (the "Surviving Company"), and they further agree that the purposes, the registered agent and the address of the registered office of the Surviving Company shall be as appears in the Articles of Incorporation of Dover as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. From and after the effective date, and until further amended, altered or restated as provided by law, the Articles of Incorporation, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the Surviving Company.

2. This Agreement was submitted to the sole shareholder of Victory and Dover for its consent and approval in accordance with Section 607.1103 of the Florida Statutes, and was

**EXHIBIT "A"**

adopted and approved in accordance with the laws of the state, and this Agreement, the appropriate Articles of Merger, and such other documents as are necessary to consummate the merger shall be signed, acknowledged, and filed pursuant to the laws of the State of Florida.

3. The effective date for all purposes herein of the merger of Victory with and into Dover shall be the date of filing of the Articles of Merger (the "Effective Date" of the merger).

4. On the Effective Date, each share of Victory's common stock issued and outstanding immediately before the Effective Date, by virtue of the merger and without any action on the part of the shareholder of Dover, shall be converted into a share of common stock of Dover.

5. Victory and Dover shall each take all appropriate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

6. Upon the Effective Date, the transfer books of Victory shall be closed and no transfer of shares of common stock shall be made or consummated thereafter.

7. Prior to and at the Effective Date, Victory and Dover shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Company shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the Surviving Company full title to all properties, assets, rights, privileges and franchises of Victory, the officers and directors of Victory shall execute and deliver all instruments and take all action the Surviving Company may determine to be necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purposes of this Agreement.

8. At and after the Effective Date, Dover shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, all of the property, real, personal, and mixed, of each of the merging entities; all debts due to Victory of whatever account shall be vested in Dover; all claims, demands, property, rights, privileges, powers, and franchises, of every other interest of either of the entities shall be effectively the property of Dover as they were of the respective entities; the title to any real estate vested by deed or otherwise vested in Victory shall not revert or be in any way impaired, by reason of the merger, but shall be vested in Dover; all rights of creditors and all liens upon any property of either entity shall be reserved unimpaired, limited in lien to the property affected by such lien as of the Effective Date; all debts, liabilities, and duties of each of the merging entities shall thenceforth attach to Dover and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

9. Dover hereby appoints George D. Perlman, P.A., Suite 3112, 1001 Brickell Bay Drive, Miami, Florida 33131 as its initial registered agent for service of process in the State of Florida in any proceeding for enforcement of any obligation of Dover as well as for any obligation of Victory arising from, or in connection with, this merger, including any suit or other proceeding to enforce the right of any dissenting shareholder determined pursuant to the provisions of the Florida Statutes.

10. This Agreement embodies the entire agreement between the parties. There have not been and there are no agreements, covenants, representations or warranties between the parties other than those expressly stated or expressly provided for in this Agreement.

11. All notices, requests, demands and other communications shall be in writing and shall be deemed to have been duly given if delivered or mailed, first class postage prepaid:

a. If to Victory at George D. Perlman, P.A., Suite 3112, 1001 Brickell Bay Drive, Miami, Florida 33131; or

b. If to Dover at George D. Perlman, P.A., Suite 3112, 1001 Brickell Bay Drive, Miami, Florida 33131

12. This Agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon Victory and Dover and their respective successors and assigns; nothing in this Agreement, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this Agreement.

13. The name of the sole shareholder of the Surviving Company is Palmsprings Investments Ltd., a Turks and Caicos company.

[Signatures set forth on following page.]

TOTAL P.07

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IN WITNESS WHEREOF, Victory and Dover have signed this Plan and Agreement of Merger on the date first written above.

VICTORY REALTY INVESTMENTS CORP.,  
a Florida corporation

By: [Signature]  
Print Name: Harvey Levinson  
As Its: President

DOVER REALTY CORP.,  
a Florida corporation

By: [Signature]  
Print Name: Harvey Levinson  
As Its: President

Clients Miscellaneous Levin/Victory  
Plan and Agreement of Merger.doc

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